

**BY-LAWS OF
THE SAN JOSÉ STATE UNIVERSITY RESEARCH FOUNDATION**

ARTICLE 1: NAME

The name of this corporation is the San Jose State University (SJSURF) Research Foundation (hereinafter, Research Foundation).

ARTICLE 2: CORPORATE POWERS

Except as otherwise provided in the Articles of Incorporation, the powers of this corporation shall be vested in and exercised, its property controlled, and its affairs conducted by the Board of Directors.

ARTICLE 3: BOARD OF DIRECTORS

The Board of Directors (hereinafter, Board) shall consist of the following SJSU administrators: Provost/Vice President for Academic Affairs, Vice President for Administration and Finance, and Associate Vice President for Graduate Studies and Research (AVP/GS&R). In addition, the Board shall include two (2) college deans, four (4) members of the tenured faculty, five (5) non-university members from the community who have experience related to the mission of the Research Foundation, and one (1) student with research experience. Directors other than the college deans, faculty, community members and student member shall hold office ex-officio: the term of office for each shall continue until the termination of any official connection in the office designated within SJSU.

The college deans and the faculty members shall be nominated by the Provost/Vice President for Academic Affairs. Faculty Board members shall be tenured faculty and experienced principal investigators on grants or contracts. The college deans and faculty members shall be elected by a majority vote of the Board. Terms of the college dean and the faculty shall be for two years.

The five non-university members shall have public or private sector positions, experience and capability to promote and develop the Research Foundation mission to and within the community at large. These Board members shall be nominated by the Provost/Vice President for Academic Affairs and elected by a majority vote of the Board. The non-university terms shall be for two years

The student Board member shall be recommended by the AVP/GS&R in consultation with the Associated Students President, , and elected by a majority vote of the Board to a one-year term.

All terms shall begin at the first meeting following the member's election. Board member terms may be extended at the will of the Board.

ARTICLE 4: OFFICERS

The officers of this corporation shall be the President, the Vice President, the Treasurer, and the Secretary.

Board President/Board Chair. The Provost/Vice President for Academic Affairs of San Jose State University shall serve as Board President and Board Chair of the Research Foundation. The Board President/Board Chair shall preside at all meetings of the Board. Except as otherwise designated by the Board President/Board Chair, the Board President/Board Chair shall sign all contracts, deeds, and other instruments made by the Research Foundation. At each meeting, the Board President/Board Chair shall submit such recommendations and information as he or she considers appropriate concerning the business affairs and policies of the Research Foundation.

Vice President. The Associate Vice President for Graduate Studies and Research shall serve as the Vice President of the Research Foundation. The Board Vice President shall perform the duties of the President in the absence of the Board President.

Treasurer. The University Vice President for Administration and Finance shall serve as Treasurer of the Research Foundation. The Treasurer, or such other personnel as the Board may designate by resolution, shall sign all orders and checks for the payment and disbursement of Research Foundation monies. Additional signature requirements on such orders and checks shall be as stipulated by resolution of the Board. The Treasurer shall ensure that the Research Foundation keeps regular books of accounts showing the receipt and disbursement of funds and gifts, and provide regular reports of the transactions to the Board. In the absence of both the President and the Vice President, the Treasurer will perform the duties of the Board President.

Secretary. The Chief Operating Officer of the Research Foundation shall serve as the non-voting Secretary to the Research Foundation Board and shall have general supervision over the administration of its business and affairs, subject to the direction of the Research Foundation Board. The Secretary shall keep the records of the Research Foundation, shall act as secretary of the meetings of the Research Foundation Board and record all votes, shall keep a record of the Board proceedings, and shall perform all duties incident to the office.

Authority. The officers shall have the authority and obligation to discharge the duties ordinarily performed by such officers of a corporation, until such time as the Board shall limit, enlarge, or otherwise prescribe the authority and duties of such officers.

ARTICLE 5: COMMITTEES OF THE BOARD

There shall be five standing committees of the board: Executive Committee, Finance and Investment Committee, Sponsored Programs Advisory Committee, Personnel Committee and the Audit Committee.

Executive Committee. The Executive Committee shall be composed of the officers of the Research Foundation and one faculty member, and shall be empowered to act on behalf of the board on operational matters. The secretary remains a non-voting member of this committee, performing the same tasks for the committee as are performed for the Research Foundation Board.

Finance and Investment Committee. This committee shall be composed of the Treasurer, the AVP/GS&R, a college dean, at least two faculty members, and two community members.

Sponsored Programs Advisory Committee. This committee shall be composed of the Provost, the AVP/GS&R, at least two faculty members, one community member, and the student representative.

Personnel Committee. This committee shall be composed of the AVP/GS&R, one faculty member, and one community member.

Audit Committee. This committee shall be composed of one San Jose State University senior administrator, one community member, and one faculty member.

ARTICLE 6: RECEIPT AND DISBURSEMENT OF FUNDS AND OTHER GIFTS

The Board of Directors shall have control of the receipt and disbursement of funds and other gifts. The Treasurer shall be responsible for recording the receipt and disbursement of funds and gifts. Funds may be disbursed, and gifts other than funds may be received and controlled through committees appointed by the Board.

ARTICLE 7: MEETINGS OF THE BOARD OF DIRECTORS

The annual meeting of the Board of Directors shall be held during the month of September each year, at a time and place fixed by the Board President. In addition to the annual meeting, the Board shall meet quarterly or as needed during the academic year. Special meetings may be called by the Board President/Board Chair or any six members of the Board. Written notice of every meeting shall be given to each member and shall be posted on a conspicuous place at least ten days before each meeting.

Notice may be delivered personally or by mail to the last known address of the addressees and, if mailed, is complete upon mailing. Written notice of any meeting shall also be given, pursuant to this section, to any person who requests such notice in writing. An agenda listing the matters to be considered at each meeting shall be included in the notice for the meeting.

Notwithstanding anything in this article to the contrary, the Board President/Board Chair may call an emergency meeting of the Board without giving formal notice if such a meeting is necessary to discuss any unforeseen emergency condition. An emergency condition is defined by Article 9, Section 11120 et seq. of Title 2 of the Government Code.

All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, except that the Board may hold closed sessions during any meeting to consider those matters that may lawfully be considered in such sessions under Article 9, Section 11120 et seq. of Title 2 of the Government Code.

Meetings of the Executive Committee, or any committee with delegated authority to act for the Board, may be called by any two members of the committee. All meetings of such committees, when acting in the capacity of or on behalf of the Board, shall be conducted in accordance with the provisions of Article 9, Section 11120 et seq. of Title 2 of the Government Code.

A majority of the currently elected Board members shall be necessary to constitute a quorum for the transaction of business.

All members are expected to attend Board meetings and their respective committee meetings. Unexcused absences from two consecutive Board meetings or committee meetings could be cause for consideration as a resignation from the Board.

ARTICLE 8: FISCAL YEAR

The fiscal year of the SJSU Research Foundation shall begin the first day of July each year and shall terminate on the 30th day of June of the following year.

ARTICLE 9: MISSION

The mission of the SJSU Research Foundation is set forth in Exhibit A "Statement of Mission," attached hereto and incorporated herein by reference.

ARTICLE 10: GOVERNING LAW


The Research Foundation shall comply with all applicable laws of the State of California governing auxiliary organizations of the California State University. Applicable laws shall include, but are not limited to, Title 5 of the California Code of Regulations (Section 42400 et seq.), Article 9 of Title 2 of the government code (Section 11120 et seq.) and any amendments to such laws.

ARTICLE 11: MISCELLANEOUS

These By-laws may be adopted, amended, or repealed by a three-fifths vote (9 members) vote of the Board. All By-laws, amended, or repealed shall become effective on the date of such action of the Board.

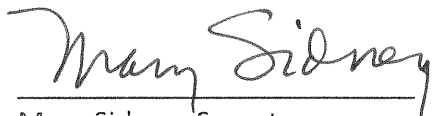
WE, THE MEMBERS OF THE BOARD OF DIRECTORS, hereby adopt the foregoing as the By-laws of the SJSU Research Foundation.

DATED: This 17th day of February, 2011



Don W. Kassing, President

ATTEST:



Mary Sidney, Secretary

EXHIBIT A

STATEMENT OF MISSION SAN JOSE STATE UNIVERSITY RESEARCH FOUNDATION

As an integral member of the San Jose State University community, the San Jose State University Research Foundation provides an entrepreneurial framework through which local, state and federal agencies, businesses and private foundations engage SJSU faculty and students in sponsored research, public service and community projects, consulting and other specialized educational activities in support of the University's mission. Delivering specialized business services to support a diverse range of externally-funded activities, the San Jose State University Research Foundation fosters the University's quest for excellence by:

- *SUPPORTING FACULTY SUCCESS*
 1. Promote, develop and manage sponsored programs involving basic and applied research, scholarship (including research related to enhancement of teaching), creative activity, public service, education, and training.
 2. Support the full development of intellectual property by acting as the university's exclusive agent for technology commercialization.
 3. Develop unique strategies to secure support for interdisciplinary programs related to the role of SJSU as a "metropolitan university."

- *EXPANDING STUDENT HORIZONS*
 1. Promote student involvement in sponsored programs.
 2. Develop unique opportunities for student research with faculty mentors.
 3. Seek student internships in local business, industry, professional organizations, and public agencies, art museums, historical societies, and other appropriate venues.

- *DELIVERING SPECIALIZED BUSINESS SERVICES*
 1. Administer funds for campus programs.
 2. Seek opportunities to manage monies for other CSU/ campus auxiliaries and/or public agencies.
 3. Maintain a diversified investment portfolio using targeted investment advisors.

- *DEVELOPING PARTNERSHIPS WITH THE COMMUNITY.*
 1. Establish and/or support business incubators consistent with the role of SJSU as a "metropolitan university."
 2. Provide the legal and administrative structures for new ventures with business, industry, and community organizations, including acquisition and management of real property.